

EXHIBIT 3

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IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

DON WAYNE McDANIEL, *et al.*, individually
and as a representative of a class of persons
similarly situated,

Plaintiffs,

v.

QWEST COMMUNICATIONS COMPANY,
LLC *et al.*,

Defendants.

Case No. 05 C 1008

Hon. Rebecca R. Pallmeyer

ORDER


Settlement Class Counsel have moved the Court for an order enforcing an arbitration award and approving a partial disbursement of the funds from the escrow account established with the U.S. Bank in New York under the terms of the Illinois Class Settlement Agreement, the Court's August 29, 2011 Order Awarding Attorneys' Fees and Reimbursing Expenses to Settlement Class Counsel and Approving Payment of Incentive Awards to Settlement Class Representatives (Doc. No. 299), and Order establishing the "Fiber Optic Counsel Qualified Settlement Fund" and appointing the Garretson Firm Resolution Group, Inc. as the Fund Administrator (Doc. No. 302). Upon consideration of the motion, the Court hereby **ORDERS** as follows:

1. All Settlement Class Counsel are bound by the July 6, 2012 Agreement to Arbitrate the Allocation of Attorneys' Fees and Costs Awarded in the Fiber-Optic-Cable Right-of-Way Litigation, which was provided to the Court as an exhibit to

the instant motion. This Court is ordering an allocation of the Illinois fees and expenses under the terms of that binding Agreement.

2. Garretson Firm Resolution Group, Inc. shall make a partial release from the Illinois Fiber Optic Counsel Qualified Settlement Fund, after all current expenses for administering the Fund have been deducted and any accumulated interest has been added, as follows: (1) Eighty-Four and Two Hundred Fifty-Nine Thousand Five Hundred Forty-One Millionths Percent (84.259541%) to the trust account of Zelle Hofmann Voelbel & Mason, LLP, to be distributed among the 48-Firm Group in accordance with their agreed-upon allocations; and (2) One and Three Hundred Forty-Four Thousand Nine Hundred Fifty-Five Millionths Percent (1.344955%) to the trust account of Seth A. Litman. All expenses incurred after making the distribution to the 48-Firm Group and the Litman Group will be paid for out of the remaining funds to be held for the Susman Group and William T. Gotfryd pursuant to paragraph 3.
3. The Susman Group and Mr. Gotfryd may file a motion requesting an allocation under the Agreement to Arbitrate. Until then, the fees allocated to the Susman Group and Mr. Gotfryd will continue to be held in escrow.

Done this the 2nd day of August, 2012.


The Honorable Rebecca R. Pallmeyer
United States District Judge